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HISPANIC BROADCASTING CORP

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TYPE: EX-3.1
SEQUENCE: 2
DESCRIPTION: SECOND AMENDED & RESTATED CERTIFICATE OF INCORP.

EXHIBIT 3.1

SECOND AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

HEFTEL BROADCASTING CORPORATION

Heftel Broadcasting Corporation is a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware. The date on which its original Certificate of Incorporation was filed with the Secretary of State of Delaware is May 14, 1992. This Restated Certificate of Incorporation, which restates and further amends the Certificate of Incorporation as heretofore amended, has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware. The provisions of the original Certificate of Incorporation, and any and all amendments thereto or restatements thereof, are hereby further amended and restated so as to read, in their entirety, as follows:

1. Name. The name of the Corporation is Heftel Broadcasting Corporation.

2. Registered Office. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. Business. The nature of the business or purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. Capital Structure.

4.1 Authorized Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is 105,000,000 shares, consisting of three classes of capital stock:

(a) 50,000,000 shares of Class A Common Stock, par value \$0.001 per share (the "Class A Shares");

(b) 50,000,000 shares of Class B Common Stock, par value \$.001 per share (the "Class B Shares" and, together with the Class A Shares, the "Common Shares"); and

(c) 5,000,000 shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock").

4.2 Designations, Preferences, etc.

(a) Preferred Stock. The Preferred Stock may be issued in one or more series. The provisions of this Paragraph 4.2 are subject to the provisions of Paragraph 5.10 hereof. The Corporation's Board of Directors is authorized, subject to limitations prescribed by law, to

provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, to determine the powers, designations, preferences and relative, participating, optional or other special rights, including voting rights, and the qualifications, limitations or restrictions thereof, of each series of Preferred Stock and may increase or decrease the number of shares within each such series; provided, however, that the Corporation's Board of Directors may not decrease the number of shares within a series to less than the number of shares within such series that are then outstanding and may not increase the number of shares within a series above the total number of authorized shares of Preferred Stock for which the powers, designations, preferences and rights have not otherwise been set forth herein. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(i) The number of shares constituting that series and the distinctive designation of that series;

(ii) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(iii) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(iv) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(v) Whether or not the shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund; and

(vii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series.

(b) Common Shares. The designations, preferences, powers, qualifications and privileges of the Common Shares shall be as set forth in Article Five below.

5. Common Shares.

5.1 Identical Rights. Except as herein otherwise expressly provided in this Article Five, all Common Shares shall be identical and shall entitle the holders thereof to the same rights and privileges.

5.2 Dividends.

(a) When, as, and if dividends are declared by the Corporation's Board

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of Directors, whether payable in cash, property, securities or rights of the Corporation or any other entity, the holders of Common Shares shall be entitled to share equally in and to receive, in accordance with the number of Common Shares held by each such holder, all such dividends, except that if dividends are payable in Common Shares, such stock dividends shall be payable at the same rate on each class of Common Shares and shall be payable only in Class A Shares to holders of Class A Shares and in Class B Shares to holders of Class B Shares.

(b) Dividends payable under this Paragraph 5.2 shall be paid to the holders of record of the outstanding Common Shares as their names shall appear on the stock register of the Corporation on the record date fixed by the Board of Directors in advance of declaration and payment of each dividend. Any Common Shares issued as a dividend pursuant to this Paragraph 5.2 shall, when so issued, be duly authorized, validly issued, fully paid and non-assessable, and free of all liens and charges. The Corporation shall not issue fractions of Common Shares on payment of such dividend but shall issue a whole number of shares to such holder of Common Shares rounded up or down in the Corporation's sole discretion to the nearest whole number, without compensation to the stockholder whose fractional share has been rounded down or from any stockholder whose fractional share has been rounded up.

5.3 Stock Splits. The Corporation shall not in any manner subdivide (by any stock split, reclassification, stock dividend, recapitalization or otherwise) or combine the outstanding shares of one class of Common Shares unless the outstanding shares of all classes of Common Shares shall be proportionately subdivided or combined.

5.4 Liquidation Rights. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the Corporation, after payment shall have been made to holders of outstanding Preferred Stock, if any, of the full amount to which they are entitled pursuant to this Second Restated Certificate of Incorporation and any resolutions that may be adopted from time to time by the Corporation's Board of Directors (for the purpose of fixing the designations, preferences, rights and restrictions of any series of Preferred Stock), the holders of Common Shares shall be entitled to share ratably in accordance with the number of Common Shares held by each such holder, in all remaining assets of the Corporation available for distribution among the holders of Common Shares, whether such assets are capital, surplus or earnings. For purposes of this Paragraph 5.4, neither the consolidation or merger of the Corporation with or into any other corporation or corporations pursuant to which the stockholders of the Corporation receive capital stock and/or other securities (including debt securities) of the acquiring corporation (or of the direct or indirect parent corporation of the acquiring corporation), nor the sale, lease or transfer by the Corporation of all or any part of its assets, nor the reduction of the capital stock of the Corporation, shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation as those terms are used in this Paragraph 5.4.

5.5 Voting Rights. The holders of the Class A Shares shall vote on all matters submitted to a vote of the stockholders, with each Class A Share entitled to one vote. The holders of Class B Shares shall have no voting rights, except as provided in Paragraph 5.10 and as otherwise provided by law. The holders of Common Shares are not entitled to cumulate votes in the election of any directors.

5.6 No Preemptive or Subscription Rights. No holder of Common Shares shall be entitled to preemptive or subscription rights.

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5.7 Conversion Rights.

(a) Automatic Conversion of Class B Shares. Each Class B Share shall convert automatically into one fully paid and non-assessable Class A Share upon its sale, gift or other transfer to a person or entity other than Clear Channel Communications, Inc., a Texas corporation ("CCC") or an Affiliate of CCC (an "Event of Automatic Conversion"). For purposes of this Article 5, an "Affiliate of CCC" shall mean (i) any corporation of which CCC is, directly or indirectly, the beneficial owner of 50% or more of the combined voting power of all classes of equity securities, (ii) any partnership, joint

venture or unincorporated organization for which CCC possesses, directly or indirectly, the power to direct or cause the direction of the management and policies, whether through the ownership of voting securities, by contract or otherwise or (iii) any person or other entity that controls, is controlled by, or is under common control with CCC.

Notwithstanding anything to the contrary set forth herein, any holder of Class B Shares may pledge his Class B Shares to a pledgee pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee without causing an automatic conversion into Class A Shares. In the event of foreclosure or other similar action by a pledgee, such pledged Class B Shares shall be converted automatically, without any act or deed on the part of the Corporation or any other person, into Class A Shares as provided in this Paragraph 5.7, unless such foreclosure or similar action is taken by CCC or an Affiliate of CCC.

(b) Automatic Conversion Procedure. Promptly upon the occurrence of an Event of Automatic Conversion, the holder of Class B Shares shall surrender the certificate or certificates therefor, duly endorsed in blank or accompanied by proper instruments of transfer, at the office of the Corporation, or of any transfer agent for the Class A Shares, and shall give written notice to the Corporation, at such office: (i) stating that the shares are being converted pursuant to an Event of Automatic Conversion into Class A Shares as provided in Paragraph 5.7(a), (ii) specifying the Event of Automatic Conversion (and, if the occurrence of such event is within the control of the transferor, stating the transferor's intent to effect an Event of Automatic Conversion), (iii) identifying the number of Class B Shares being converted, and (iv) setting out the name or names (with addresses) and denominations in which the certificate or certificates for Class A Shares shall be issued and shall include instructions for delivery thereof. Delivery of such notice together with the certificates representing the Class B Shares shall obligate the Corporation or its transfer agent to issue and deliver at such stated address to such stated transferee a certificate or certificates for the number of Class A Shares to which such transferee is entitled, registered in the name of such transferee.

To the extent permitted by law, conversion pursuant to an Event of Automatic Conversion shall be deemed to have been effected as of the date on which the Event of Automatic Conversion occurred (such time being the "Conversion Time"). The person entitled to receive the Class A Shares issuable upon such conversion shall be treated for all purposes as the record holder of such Class A Shares at and as of the Conversion Time, and the right of such person as a holder of Class B Shares shall cease and terminate at and as of the Conversion Time, in each case without regard to any failure by the holder to deliver the certificates or the notice required by this subparagraph (b).

(c) Voluntary Conversion of Class B Shares. Each Class B Share shall be convertible, at the option of its holder, into one fully paid and non-assessable Class A Share at any time.

(d) Voluntary Conversion Procedure for Class B Shares.
At the time of

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a voluntary conversion, the holder of Class B Shares shall deliver to the office of the Corporation or any transfer agent for the Class A Shares (i) the certificate or certificates representing the Class B Shares to be converted, duly endorsed in blank or accompanied by proper instruments of transfer, and (ii) written notice to the Corporation stating that such holder elects to convert such share or shares and stating the name and addresses in which each certificate for Class A Shares is to be issued. Conversion shall be deemed to have been effected at the close of business on the date the Corporation received the Class B Shares to be converted and such notice, and the person exercising such voluntary conversion shall be deemed to be the holder of record of the number of Class A Shares issuable upon such conversion at such time. The Corporation shall promptly deliver certificates evidencing the appropriate number of Class A Shares to the person set forth in the notice.

(e) Voluntary Conversion of Class A Shares. Each Class A Share held by CCC or any Affiliate of CCC shall be convertible, at the option of its holder, into one fully paid and non-assessable Class B Share at any time.

(f) Voluntary Conversion Procedure for Class A Shares.
At the time of a voluntary conversion, the holder of Class A Shares shall

deliver to the office of the Corporation or any transfer agent for the Class B Shares (i) the certificate or certificates representing the Class A Shares to be converted, duly endorsed in blank or accompanied by proper instruments of transfer, and (ii) written notice to the Corporation stating that such holder elects to convert such share or shares and stating the name and addresses in which each certificate for Class B Shares is to be issued. Conversion shall be deemed to have been effected at the close of business on the date the Corporation received the Class A Shares to be converted and such notice, and the person exercising such voluntary conversion shall be deemed to be the holder of record of the number of Class B Shares issuable upon such conversion at such time. The Corporation shall promptly deliver certificates evidencing the appropriate number of Class B Shares to the person set forth in the notice.

(g) Unconverted Shares. In the event of the conversion of less than all of the Class B Shares evidenced by a certificate surrendered to the Corporation in accordance with the procedures of Paragraph 5.7(b) or 5.7(d), the Corporation shall execute and deliver to, or upon the written order of the holder of such certificate, without charge to such holder, a new certificate evidencing the number of Class B Shares not converted. In the event of the conversion of less than all of the Class A Shares evidenced by a certificate surrendered to the Corporation in accordance with the procedures of Paragraph 5.7(f), the Corporation shall execute and deliver to, or upon the written order of the holder of such certificate, without charge to such holder, a new certificate evidencing the number of Class A Shares not converted.

(h) Reissue of Shares. Class B Shares that are exchanged for Class A Shares as provided herein shall continue to be authorized Class B Shares and available for reissue by the Corporation as determined by the Board of Directors. Class A Shares that are exchanged for Class B Shares as provided herein shall continue to be authorized Class A Shares and available for reissue by the Corporation as determined by the Board of Directors.

(i) Reservation. The Corporation hereby reserves and shall at all times reserve and keep available, out of its authorized and unissued Class A Shares, for the purposes of effecting conversions, such number of duly authorized Class A Shares as shall from time to time be sufficient to effect the conversion of all outstanding Class B Shares. The Corporation hereby reserves and shall at all times reserve and keep available, out of its authorized and unissued Class B Shares, for the purposes of effecting conversions, such number of duly authorized Class B Shares

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as shall from time to time be sufficient to effect the conversion of all outstanding Class A Shares. The Corporation covenants that all the Class A Shares or the Class B Shares, as the case may be, so issuable shall, when so issued, be duly and validly issued, fully paid and non-assessable, and free from liens and charges with respect to the issue.

5.8 Consideration on Merger, Consolidation, etc. In any merger, consolidation or business combination, the consideration to be received per share by the holders of Class A Shares and Class B Shares must be identical for each class of stock, except that in any such transaction in which shares of common stock are to be distributed, such shares may differ as to voting rights to the extent that voting rights now differ among the Class A Shares and the Class B Shares.

5.9 Transfer of Class B Shares. If a holder of Class B Shares desires to transfer Class B Shares to CCC or an Affiliate of CCC, such holder shall deliver to the Secretary of the Corporation (a) the certificate or certificates representing the Class B Shares, duly endorsed in blank or accompanied by proper instruments of transfer and (b) written notice to the Corporation stating that such holder elects to transfer such shares and stating the name and addresses in which each certificate for Class B Shares is to be issued. Class B Shares shall not be transferred on the books of the Corporation until all of the conditions set forth in the foregoing clauses (a) and (b) are satisfied.

5.10 Restrictions and Limitations. So long as CCC and any Affiliate of CCC collectively own 20% of the outstanding Class A Shares (calculated as if all Class B Shares owned, or deemed as owned, by CCC and any Affiliate of CCC had been converted to outstanding Class A Shares), the Corporation shall not, and shall not permit any subsidiary to, without the vote or written consent by the holders of a majority of the Class B Shares voting as a single class, with each Class B Share entitled to one vote:

(a) Effect any sale, lease, assignment, transfer or other conveyance of all or substantially all of the assets of the Corporation, or any merger or consolidation involving the Corporation where the stockholders of the Corporation immediately prior to such merger or consolidation do not own at least 50% of the capital stock of the surviving entity immediately thereafter, or any reclassification or any recapitalization, or any dissolution, liquidation, or winding up of the Corporation;

(b) Authorize, issue, or obligate itself to issue, any shares of Preferred Stock;

(c) Make or permit any amendment to the Corporation's certificate of incorporation, as amended from time to time, that adversely affects the rights of the holders of Class B Shares;

(d) Declare or pay any non-cash dividends on or declare or make any other non-cash distribution, direct or indirect, on account of the Common Shares or set apart any amount other than cash for any such purpose; or

(e) Make or permit any amendment or modification to any Article of the Corporation's certificate of incorporation, as amended from time to time, concerning the Corporation's capital stock, including, but not limited to, Article Four or Article Five hereof.

6. Existence. The Corporation is to have perpetual existence.

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7. Bylaws. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

8. Elections, Meetings and Books. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the Corporation.

9. Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Second Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. Limitation on Director Liability. No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware General Corporation Law, or (d) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitations on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

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11. Indemnification.

11.1 General. Each person who was or is made a party to or threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, including a grand jury proceeding and an action by the Corporation (individually, a "Proceeding") by reason of the fact that he or she, or a person of whom he or

she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes under the Employee Retirement Income Security Act of 1974 or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with the Proceeding (collectively, "Covered Expenses") and such indemnification shall continue as to the person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Paragraph 11.2, the Corporation shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such Proceeding in advance of its final disposition; provided, however, that if required by the Delaware General Corporation Law, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

11.2 Failure to Pay Claims. If a claim under Paragraph 11.1 is not paid in full by the Corporation within thirty (30) days after the Corporation has received a written claim, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition when the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the

Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

11.3 Not Exclusive. The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this Article 11 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Second Amended and Restated Certificate of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

11.4 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any Covered Expenses, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

11.5 Definition of the Corporation. As used in this Article, references to "the Corporation" shall include, in addition to the resulting or surviving corporation, any constituent corporation absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees and agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

11.6 Severability. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director, officer, employee and agent of the Corporation as to any Covered Expenses to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law.

12. Participation of Non-Citizens. The following provisions are included for the purpose of ensuring that control and management of the Corporation remains with loyal citizens of the United States and/or corporations formed under the laws of the United States or any of the states of the United States, as required by the Communications Act of 1934, as the same may be amended from time to time:

12.1 The Corporation shall not issue to "Aliens" (which term shall include (a) a person who is a citizen of a country other than the United States; (b) any entity organized under the laws of a government other than the government of the United States or any state, territory or possession of the United States; (c) a government other than the government of the United States or of any state, territory or possession of the United States; and (d) a representative of, or an individual or entity controlled by, any of the foregoing), either individually or in the aggregate, in excess of 25% of the total number of shares of capital stock of the Corporation outstanding at any time and shall seek not to permit the transfer on the books of the Corporation of any capital stock to any Alien that would result in Aliens holding in excess of 25% of the total number of shares of capital stock of the Corporation then outstanding.

12.2 Notwithstanding Paragraph 12.1, no Alien or Aliens shall be entitled to vote

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or direct or control the vote of more than 25% of (a) the total number of shares of capital stock of the Corporation outstanding and entitled to vote at any time and from time to time, or (b) the total voting power of all shares of capital stock of the Corporation outstanding and entitled to vote at any time and from time to time, generally, in the election of directors.

12.3 The Board of Directors of the Corporation shall have all powers necessary to implement the provisions of this Article 12.

IN WITNESS WHEREOF, the Corporation has caused this Second Amended and Restated Certificate of Incorporation to be executed by its President and Chief Executive Officer, L. Lowry Mays on the 14th day of February, 1997.

HEFTEL BROADCASTING CORPORATION

By: /s/ L. Lowry Mays

Name: L. Lowry Mays

Title: President and Chief Executive Officer

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2,000,000 Shares

[LOGO]
HEFTEL BROADCASTING CORPORATION

Class A Common Stock

Our Class A common stock trades on the Nasdaq National Market under the symbol "HBCCA." On June 1, 1999, the last reported sale price of the Class A common stock on The Nasdaq National Market was \$61.625 per share.

INVESTING IN THE CLASS A COMMON STOCK INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE S-5.

	PRICE TO PUBLIC	UNDERWRITING DISCOUNTS AND COMMISSIONS	PROCEEDS TO HEFTEL(1)
Per Share.....	\$61.25	\$1.225	\$60.025
Total.....	\$122,500,000	\$2,450,000	\$120,050,000

Delivery of the shares will be made on or about June 1, 1999.

Neither the Securities and Exchange Commission nor any state securities commission has approved of these securities or determined that this prospectus supplement or the prospectus to which it relates is truthful or complete. Any representation to the contrary is a criminal offense.

CREDIT SUISSE FIRST BOSTON

The date of this prospectus supplement is June 1, 1999.

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EXPLANATORY NOTE

You should read this entire prospectus supplement and the accompanying prospectus, including the financial data and related notes, and the information incorporated by reference to these materials, before making an investment decision. The terms "Heftel" and "we" as used in this prospectus supplement refer to Heftel Broadcasting Corporation and its consolidated subsidiaries, except where it has been made clear that such terms mean only the parent company. All information set forth in this prospectus supplement has been adjusted to reflect a two-for-one stock split of our Class A common stock on December 1, 1997.

YOU SHOULD RELY ONLY ON INFORMATION CONTAINED IN THIS DOCUMENT OR TO WHICH WE HAVE REFERRED YOU. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT. THIS DOCUMENT MAY ONLY BE USED WHERE IT IS LEGAL TO SELL THESE

This document contains certain forward-looking statements within the meaning of the federal securities laws. We base forward-looking statements on our reasonable beliefs, assumptions and expectations of our future economic performance, taking into account information currently available to us. However, forward-looking statements involve risks and uncertainties which could cause actual outcomes and results to differ materially from the expected outcomes and results expressed or implied in such forward-looking statements. Some of the risks and uncertainties which could cause actual outcomes and results to differ materially from our expectations include:

- the impact of general economic conditions in the United States;
- industry-wide market factors, including competition;
- our ability to identify and complete acquisitions and successfully integrate at the station level the operating philosophies and practices of the businesses we acquire;
- financial performance of start-up stations;
- capital expenditure requirements;
- regulatory developments affecting our operations, acquisitions and dispositions of radio broadcast properties;
- interest rates;
- taxes; and
- access to capital markets.

The words "believes," "anticipates," "expects" and similar expressions are intended to identify such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or other factors.

THE OFFERING

Class A common stock offered.....	2,000,000 shares
Class A common stock to be outstanding after this offering.....	37,182,719 shares(1)
Use of proceeds.....	To repay indebtedness under our credit agreement, to fund future or pending acquisitions or other transactions, advances or investments and for general corporate purposes.
Nasdaq National Market symbol.....	HBCCA

(1) Excludes 1,397,934 shares of Class A common stock issuable upon exercise of options to purchase shares of the Class A common stock at prices ranging from \$16.438 to \$48.875 per share and 14,156,470 shares of Class A common stock issuable upon conversion of shares of Class B common stock.

THE COMPANY

We are the largest Spanish language radio broadcasting company in the United States and currently own or program 42 radio stations in 13 markets. Our stations are located in twelve of the fifteen largest Hispanic markets in the United States, including Los Angeles, New York, Miami, San Francisco/San Jose, Chicago, Houston, San Antonio, Dallas/Fort Worth, McAllen/Brownsville/Harlingen, San Diego, El Paso and Phoenix. In addition, we also operate the HBC Radio Network which is one of the largest Spanish broadcast networks in the United States in terms of audience delivery.

Our strategy is to own and program top performing Spanish language radio stations, principally in the fifteen largest Spanish language radio markets in the United States. Based on the results of the Winter Arbitron Ratings Book, we operated the leading Spanish language radio station in the adults 25-54 age group, as measured by audience share, in 11 of the 12 markets where we operated during the winter rating period. We intend to acquire or develop additional Spanish language radio stations in the leading Hispanic markets.

We frequently evaluate strategic opportunities both within and outside our existing line of business which closely relate to serving the Hispanic market, including opportunities outside of the United States. We expect to pursue additional acquisitions from time to time and may decide to dispose of certain businesses. Such acquisitions or dispositions could be material.

Our principal executive offices are located at 3102 Oak Lawn Avenue, Suite 215, Dallas, Texas 75219 and our telephone number at that address is (214) 525-7700.

RECENT DEVELOPMENTS

KSCA ACQUISITION

On January 2, 1997, we acquired an option to purchase all of the assets used in connection with the operation of KSCA(FM) in Los Angeles, California, upon the death of Gene Autry, the indirect principal stockholder of the seller. In connection with the acquisition of the option, we began providing programming to KSCA under a time brokerage agreement. Gene Autry died on October 2, 1998, and we exercised our option. The closing of the acquisition of the KSCA assets is expected to occur during the third quarter of 1999. As of the date hereof, we have made a total of \$13.0 million in payments under the terms of the option which will be credited against the purchase price of the assets. If, for example, the acquisition closes on August 1, 1999, the purchase price for the KSCA assets will be

approximately \$117.4 million, with \$104.4 million to be paid at closing after the \$13.0 million in option payments are credited to the purchase price. Consummation of the acquisition is subject to a number of conditions, including approval by the Federal Communications Commission of the transfer of FCC licenses.

CHANGE OF COMPANY NAME

Our board of directors has unanimously approved an amendment to our certificate of incorporation to change our name from "Heftel Broadcasting Corporation" to "Hispanic Broadcasting Corporation." The change of our name is subject to the approval of our stockholders at the upcoming annual stockholders meeting scheduled on June 3, 1999. The ticker symbol for our Class A common stock will remain "HBCCA." Furthermore, the change in our name will not affect the validity or transferability of our outstanding securities or affect our capital or corporate structure and our stockholders will not be required to exchange any certificates representing any of our securities held by them.

RISK FACTORS

You should carefully consider the following risk factors in evaluating an investment in our Class A common stock.

CONCENTRATION OF CASH FLOW FROM LOS ANGELES STATIONS

Broadcast cash flow generated by our Los Angeles stations accounts for a large percentage of our broadcast cash flow. For the year ended December 31, 1998, broadcast cash flow generated by our Los Angeles stations accounted for approximately 47% of our aggregate broadcast cash flow. Increased competition for advertising dollars with other radio stations and communications media in the Los Angeles metropolitan area, both generally and relative to the broadcasting industry, increased competition from a new format competitor and other competitive and economic factors could cause a decline in revenue from our Los Angeles stations. A significant decline in the revenue of the Los Angeles stations could have a material adverse effect on our financial performance.

POTENTIAL RISKS TO INVESTORS DUE TO OUR RELATIONSHIP WITH CLEAR CHANNEL

THE CLASS VOTE OF OUR CLASS B COMMON STOCK MAY LIMIT OUR ACTIVITIES. Clear Channel Communications, Inc. currently does not own shares of Class A common stock and therefore is not entitled to vote in the election of our directors. However, Clear Channel does own all of the outstanding shares of our Class B common stock, which has certain class voting rights over certain of our actions. As a result, we may not take any of the following actions without the approval of Clear Channel:

- the sale of all or substantially all of our assets;
- any merger or consolidation where our stockholders immediately prior to the transaction would not own at least 50% of the capital stock of the surviving entity;
- our reclassification, capitalization, dissolution or liquidation;
- our issuance of any shares of preferred stock;
- the amendment of our certificate of incorporation in a manner that adversely affects the rights of the holders of the Class B common stock;
- the declaration or payment of any non-cash dividends on any class of our common stock; or
- any amendment to our certificate of incorporation concerning our capital stock.

These provisions could have the effect of delaying or preventing a change in control, which could deprive our stockholders of the opportunity to receive a premium for their shares. These provisions could also make us less attractive to a potential acquirer and could result in holders of Class A common stock receiving less consideration upon a sale of their shares than might otherwise be available in the event of a takeover attempt.

Shares of Class B common stock are convertible into shares of Class A common stock, subject to any necessary regulatory consents. Clear Channel would own approximately 28.7% of our Class A common stock if the Class B common stock that it held on March 31, 1999 would have been converted on that date. Because of the FCC's cross interest policy, which bars a party that holds an attributable relationship in one or more radio stations in a market from having a meaningful relationship with another radio station in that market, Clear Channel may not presently convert all of its shares of Class B common stock into shares of Class A common stock, although the shares of Class B common stock would automatically convert into Class A common stock if Clear Channel sold the shares to another person.

SALES BY CLEAR CHANNEL MAY AFFECT OUR STOCK PRICE. Clear Channel owns a significant percentage of our common stock. Any direct or indirect sales of our stock by Clear Channel could have a material adverse effect on our stock price and could impair our ability to raise money in the equity markets.

POTENTIAL CONFLICTS OF INTEREST BETWEEN US AND CLEAR CHANNEL. The nature of the respective businesses of us and Clear Channel gives rise to potential conflicts of interest between us. We are each engaged in the radio broadcasting business in numerous markets, and as a result, in overlapping markets we compete with each other for advertising revenues. Clear Channel's television and outdoor advertising operations also compete with us for advertising dollars in overlapping markets. In addition, conflicts could arise with respect to transactions involving the purchase or sale of radio broadcasting companies, particularly Spanish language radio broadcasting companies, the issuance of additional shares of common stock, or the payment of dividends by us. For instance, Clear Channel currently owns a 40% equity interest in Grupo Acir Comunicaciones, S.A. de C.V., one of the largest radio broadcasters in Mexico.

Clear Channel has advised us that it does not currently intend to engage in the Spanish language radio broadcasting business in the United States, other than through its ownership of our shares. However, circumstances could arise that would cause Clear Channel to engage in the Spanish language broadcasting business. For example, opportunities could arise which would require greater financial resources than those available to us or which are located in areas in which we do not intend to operate. Thus, although Clear Channel has indicated that it has no current intention to do so, there can be no assurance that it will not in the future engage in the domestic Spanish language broadcasting business. In addition, Clear Channel may from time to time acquire domestic Spanish language radio broadcasting companies individually or as part of a larger group and thereafter engage in the Spanish language radio broadcasting business. Such activities could directly or indirectly compete with our business and could adversely affect us.

SIGNIFICANT CONTROL BY THE TICHENOR FAMILY MAY AFFECT OUR FUTURE ACTIONS

As of April 29, 1999, McHenry Tichenor, Jr., our Chief Executive Officer, and certain members of his family have voting control over approximately 20.6% of the shares of our Class A common stock. These shares are subject to a voting agreement. This enables the Tichenor family to exert significant influence in electing our board of directors and over other management decisions. The ownership and control of us by the Tichenor family could have the effect of delaying or preventing our sale, possibly depriving stockholders of the opportunity to receive a premium for their shares. This control by the Tichenor family could make us less attractive to a potential acquirer and could result in holders of our

Class A common stock receiving less consideration upon a sale of their shares than might otherwise be available in the event of a takeover attempt.

EXTENSIVE GOVERNMENT REGULATION OF BROADCASTING MAY LIMIT OUR OPERATIONS

BROADCASTING. The federal government extensively regulates the domestic radio broadcasting industry, and any changes in the current regulatory scheme could significantly affect us. All issuances, renewals, assignments and transfers of control of radio broadcasting station operating licenses require the approval of the FCC. In addition, the federal communications laws limit the number of radio broadcasting properties we may own in a particular area. While the Telecommunications Act of 1996 relaxed the FCC's multiple ownership limits and created significant new opportunities for broadcasting companies, it also created uncertainty about how the FCC would implement these laws. The FCC is considering changes to its "one-to-a-market" rule and other policies and rules that could affect the application of the local radio ownership limits. Under the "one-to-a-market" rule, a party may not have interests in radio stations and a television station in the same market unless the FCC grants a waiver.

The FCC has also been more aggressive in independently examining issues of market concentration when considering radio station acquisitions. The FCC has delayed its approval of several pending radio station purchases by various parties because of market concentration concerns. Moreover, in recent months the FCC has followed an informal policy of giving specific public notice of its intention to conduct additional ownership concentration analysis and soliciting public comment on the issue of concentration and its effect on competition and diversity with respect to certain applications for consent to radio station acquisitions.

Our radio broadcasting business will depend upon maintaining broadcasting licenses issued by the FCC. The FCC issues these licenses for a maximum term of eight years. Although the FCC rarely denies a renewal application, the FCC may not approve our future renewal applications or may impose conditions on such renewals that could adversely affect our operations. Moreover, governmental regulations and policies may change over time, and these changes may have a material impact upon us.

ANTITRUST. Additional acquisitions by us of radio stations will require antitrust review by the federal antitrust agencies. Following the passage of the Telecommunications Act of 1996, the Justice Department has become more aggressive in reviewing proposed acquisitions of radio stations, particularly in instances where the proposed acquiror already owns one or more radio station properties in a particular market and seeks to acquire another radio station in the same market. The Justice Department has in some cases, obtained consent decrees requiring radio station divestitures in a particular market based on allegations that acquisitions would lead to unacceptable concentration levels. We can give no assurances that the Justice Department or the Federal Trade Commission will not seek to bar us from acquiring additional radio stations in any market where we already have a significant position.

ENVIRONMENTAL. As the owner or operator of various real properties and facilities, we must comply with various federal, state and local environmental laws and regulations. Historically, we have not incurred significant expenditures to comply with these laws, but additional environmental laws passed in the future or a finding of a violation of existing laws could require us to make significant expenditures.

OUR ACQUISITION STRATEGY COULD POSE RISKS

OPERATIONAL RISKS OF AN EXPANDING RADIO PORTFOLIO. We intend to grow through the acquisition of radio stations and other assets that we believe will complement our existing portfolio. Our acquisition strategy involves numerous risks including:

- certain of such acquisitions may prove unprofitable and fail to generate anticipated cash flows;
- to successfully manage a portfolio of radio broadcasting properties, we may need to recruit additional senior management and expand corporate infrastructure;
- we may encounter difficulties in the integration of operations and systems;
- management's attention may be diverted from other business concerns; and
- we may lose key employees of acquired companies or stations.

We frequently evaluate strategic opportunities both within and outside our existing lines of business. We expect from time to time to pursue additional acquisitions and may decide to dispose of certain businesses. Such acquisitions or dispositions could be material.

THE CAPITAL REQUIREMENTS NECESSARY FOR ADDITIONAL ACQUISITIONS MAY NOT BE AVAILABLE. We will face stiff competition from other companies for acquisition opportunities. If the prices sought by sellers of existing radio stations continue to rise, we may find fewer acceptable acquisition opportunities. In addition, the purchase price of possible acquisitions could require additional debt or equity financing. We can give no assurance that either we will obtain the needed financing or that we will obtain such financing on attractive terms. Additional indebtedness could increase our leverage and make us more vulnerable to economic downturns and may limit our ability to withstand competitive pressures. Additional equity financing or the issuance of our shares in connection with an acquisition would result in dilution in ownership interest to our stockholders. We may not have sufficient capital resources to complete acquisitions.

WE MUST SUCCESSFULLY IMPLEMENT OUR STRATEGY TO CONVERT TO A SPANISH BROADCASTING FORMAT. Part of our strategy is to acquire radio stations with an English language format and convert these stations to a Spanish language format. This strategy requires a heavy initial investment of both financial and management resources. We typically incur losses for a period of time after a format change because of the time required to build up ratings and station loyalty. We can give no assurance that this strategy will be successful in any given market, notwithstanding that we may incur substantial costs in implementing this part of our strategy.

WE FACE INTENSE COMPETITION

Radio broadcasting is a highly competitive business. We may not be able to maintain or increase our current audience ratings and advertising revenues. Our radio stations compete for audiences and advertising revenues with other radio stations, television stations and outdoor advertising companies, as well as with other media, such as newspapers, magazines, cable television, and direct mail, within their respective markets. Audience ratings and market shares are subject to change, which could have an adverse effect on our revenues in that market. Other variables that could affect our financial performance include:

- economic conditions, both general and relative to the broadcasting industry;
- shifts in population and other demographics;
- the level of competition for advertising dollars;
- fluctuations in operating costs;
- technological changes and innovations;
- changes in labor conditions; and
- changes in governmental regulations and policies and actions of federal regulatory bodies.

NEW TECHNOLOGIES MAY AFFECT OUR BROADCASTING OPERATIONS

We are unable to predict the effect new technologies will have on our broadcasting operations, but the capital expenditures necessary to implement such technologies could be substantial. The FCC is considering ways to introduce new technologies to the radio broadcast industry, including satellite and terrestrial delivery of digital audio broadcasting and the standardization of available technologies which significantly enhance the sound quality of AM broadcasts.

OUR SYSTEM MUST BE YEAR 2000 COMPLIANT

We are exposed to the risk that the year 2000 issue could cause system failures or miscalculations in our broadcast locations which could cause disruptions of our operations, including, among other things, a temporary inability to produce broadcast signals, process financial transactions or engage in similar normal business activities. As a result, we have determined that we will be required to modify or replace portions of our software and certain hardware so that those systems will properly utilize dates beyond December 31, 1999. We presently believe that with modifications or replacements of existing software and certain hardware, the year 2000 issue can be mitigated. To date, the amounts incurred and expensed for developing and carrying out the plans to complete the year 2000 modifications have not had a material effect on our operations. We plan to substantially complete the year 2000 modifications, including testing, by September 30, 1999. The total remaining cost for addressing the year 2000 issue is not expected to be material to our operations. If such modifications and replacements are not made, or are not completed on time, the year 2000 issue could have a material impact on our operations.

In addition, the possibility of interruption exists in the event that the information systems of our significant vendors are not year 2000 compliant. The inability of our vendors to complete their year 2000 resolution process in a timely fashion could materially impact us. The effect of non-compliance by such vendors is not determinable. In addition, disruptions in the economy generally resulting from the year 2000 issues could also materially adversely affect us. We could be subject to litigation for computer systems failure, for example, equipment shutdown or failure to properly date business records. The amount of potential liability and lost revenue cannot be reasonably estimated at this time.

CAPITALIZATION

The following table sets forth, as of March 31, 1999, our actual capitalization, as adjusted to reflect the sale of the 2,000,000 shares of Class A common stock offered by us in this prospectus supplement.

	MARCH 31, 1999	
	ACTUAL	AS ADJUSTED
	(DOLLARS IN THOUSANDS)	
Current portion of long-term debt.....	\$ 122	\$ 122
Long-term debt(1):		
Notes payable.....	85	85
Other non-current obligations.....	1,439	1,439
Total long-term debt.....	1,524	1,524
Stockholders' equity:		
Preferred Stock, \$0.001 par value, 5,000,000 shares authorized, none issued and outstanding actual and as adjusted.....	--	--
Class A common stock, \$0.001 par value, 100,000,000 shares authorized, 35,182,719 shares issued and outstanding (37,182,719 shares as adjusted).....	35	37
Class B common stock, \$0.001 par value, 50,000,000 shares authorized, 14,156,470 issued and outstanding.....	14	14
Additional paid-in capital.....	665,730	785,528
Accumulated deficit.....	(39,449)	(39,449)
Total stockholders' equity.....	626,330	746,130
Total capitalization.....	\$ 627,976	\$ 747,776

(1) Does not include \$20.0 million borrowed under our credit agreement subsequent to March 31, 1999.

USE OF PROCEEDS

The net proceeds to us from the sale of 2,000,000 shares of Class A common stock offered by us are approximately \$119.8 million. We will use the net proceeds to repay borrowings outstanding under our credit agreement, to pay the KSCA option exercise price, to finance future or pending acquisitions or other transactions, advances or investments and for general corporate purposes. If the KSCA option exercise is completed on August 1, 1999, the remaining cash portion of the option exercise price for KSCA would be \$104.4 million. As of May 28, 1999, \$20.0 million in borrowings were outstanding under our credit agreement. The average interest rate for borrowings under our credit agreement as of May 28, 1999, was 5.285%. Upon repayment of our borrowings, the amount repaid will become available to us for reborrowing under the credit agreement for general corporate purposes, including working capital and possible acquisitions of additional broadcast properties. Borrowings under our credit agreement bear interest at a floating rate based on either (i) the London Interbank Offered Rate for deposits in United States dollars, or (ii) the higher of the agent bank's prime rate plus an incremental rate or the federal funds rate plus an incremental rate. The commitment under our credit agreement begins reducing on a quarterly basis on September 30, 1999, and must be reduced to zero by December 31, 2004. We regularly review potential acquisitions of radio stations and other assets both within and outside our existing line of business.

PRICE RANGE OF CLASS A COMMON STOCK

Our Class A common stock is listed on The Nasdaq National Market under the symbol "HBCCA." The following table sets forth, for the periods indicated, the high and low closing sale prices per share (as adjusted for all stock splits to date) as reported on the Nasdaq National Market.

	HIGH	LOW
FISCAL YEAR 1997:		
First Quarter.....	\$ 23.31	\$ 15.88
Second Quarter.....	27.75	22.13
Third Quarter.....	38.06	27.00
Fourth Quarter.....	46.75	32.50
FISCAL YEAR 1998:		
First Quarter.....	50.88	40.38
Second Quarter.....	45.50	34.88
Third Quarter.....	42.81	30.00
Fourth Quarter.....	49.25	31.25
FISCAL YEAR 1999:		
First Quarter.....	48.88	41.25
Second Quarter (through June 1, 1999).....	62.13	43.25

On June 1, 1999, the closing price of our Class A common stock was \$61.625 per share. We urge stockholders to obtain current market quotations before making any decision with respect to an investment in the Class A common stock.

As of May 28, 1999, there were 76 stockholders of record of our Class A common stock. However, we believe that the number of beneficial owners is significantly greater.

DIVIDEND POLICY

We have never paid a cash dividend on our common stock and we do not anticipate paying cash dividends in the foreseeable future. We intend to retain any earnings for use in the growth of our business. The payment of cash dividends on our capital stock is restricted by our credit agreement.

The following table presents our selected consolidated financial data as of and for the years ended December 31, 1998 and 1997, the three months ended December 31, 1996, and the years ended September 30, 1996, 1995 and 1994 which have been derived from our consolidated financial statements incorporated by reference into this prospectus supplement, and the selected financial data as of and for the three months ended March 31, 1998 and 1999, which have been derived from our unaudited consolidated financial statements. In the opinion of our management, the unaudited statements from which the the selected financial data is derived contain all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the results of operations.

	THREE MONTHS ENDED MARCH 31,		YEAR ENDED DECEMBER 31,		THREE MONTHS ENDED DECEMBER 31,	YEAR ENDED SEPTEMBER 30,		
	1999	1998	1998	1997	1996	1996	1995	1994
	(IN THOUSANDS, EXCEPT PER SHARE DATA)							
Statement of Operations Data:								
Net revenues.....	\$ 37,709	\$ 31,347	\$164,122	\$136,584	\$ 18,309	\$ 71,732	\$ 64,160	\$27,433
Operating expenses.....	24,051	20,136	95,784	82,065	11,207	48,896	43,643	15,345
Depreciation and amortization.....	6,230	4,339	21,149	14,928	1,747	5,140	3,344	1,906
Operating income before corporate expenses.....	7,428	6,872	47,189	39,591	5,355	17,696	17,173	10,182
Corporate expenses.....	1,663	1,187	5,451	4,579	368	5,072	4,720	3,454
Operating income.....	5,765	5,685	41,738	35,012	4,987	12,624	12,453	6,728
Other income (expense):								
Interest income (expense), net.....	(140)	1,678	2,634	(3,541)	(2,841)	(11,034)	(6,389)	(2,997)
Income (loss) in equity of joint venture(a).....	--	--	--	--	--	--	--	616
Restructuring charges(b).....	--	--	--	--	--	(29,011)	--	--
Other, net.....	--	--	252	(82)	18	(1,671)	(428)	(1,407)
	(140)	1,678	2,886	(3,623)	(2,823)	(41,716)	(6,817)	(3,788)
Income (loss) before minority interest and income tax.....	5,625	7,363	44,624	31,389	2,164	(29,092)	5,636	2,940
Minority interest(a).....	--	--	--	--	--	--	1,167	351
Income tax.....	2,306	3,019	17,740	12,617	100	65	150	100
Income (loss) from continuing operations.....	3,319	4,344	26,884	18,772	2,064	(29,157)	4,319	2,489
Loss on discontinued operations of CRC(b).....	--	--	--	--	--	9,988	626	285
Income (loss) before extraordinary item.....	3,319	4,344	26,884	18,772	2,064	(39,145)	3,693	2,204
Extraordinary item--loss on retirement of debt.....	--	--	--	--	--	7,461	--	1,738
Net income (loss).....	\$ 3,319	\$ 4,344	\$ 26,884	\$ 18,772	\$ 2,064	\$ (46,606)	\$ 3,693	\$ 466
Net income (loss) per common share(c):								
Basic:								
Continuing operations.....	\$ 0.07	\$ 0.09	\$ 0.55	\$ 0.45	\$ 0.09	\$ (1.41)	\$ 0.21	\$ 0.25
Discontinued operations.....	--	--	--	--	--	(0.49)	(0.03)	(0.03)
Extraordinary loss.....	--	--	--	--	--	(0.36)	--	(0.19)
Net income (loss).....	\$ 0.07	\$ 0.09	\$ 0.55	\$ 0.45	\$ 0.09	\$ (2.26)	\$ 0.18	\$ 0.03
Diluted:								
Continuing operations.....	\$ 0.07	\$ 0.09	\$ 0.54	\$ 0.45	\$ 0.09	\$ (1.41)	\$ 0.20	\$ 0.22
Discontinued operations.....	--	--	--	--	--	(0.49)	(0.03)	(0.03)
Extraordinary loss.....	--	--	--	--	--	(0.36)	--	(0.16)
Net income (loss).....	\$ 0.07	\$ 0.09	\$ 0.54	\$ 0.45	\$ 0.09	\$ (2.26)	\$ 0.17	\$ 0.03
Weighted average common shares outstanding:								
Basic.....	49,339	48,109	49,021	41,671	23,095	20,590	20,021	9,137
Diluted.....	49,729	48,463	49,348	41,792	23,095	20,590	21,611	10,769
Statement of Cash Flow Data:								
Net cash provided by (used in) operating activities.....	\$ 11,492	\$ 13,702	\$ 56,985	\$ 43,792	\$ 2,607	\$ (20,099)	\$ 6,280	\$ 766
Net cash used in investing activities.....	(1,825)	(2,271)	(246,326)	(23,019)	(798)	(28,480)	(42,013)	(9,099)
Net cash provided by (used in) financing activities.....	369	193,492	193,081	(19,006)	(2,153)	48,306	30,918	17,305
Other Operating Data:								
Broadcast cash flow(d).....	\$ 13,658	\$ 11,210	\$ 68,338	\$ 54,519	\$ 7,102	\$ 22,836	\$ 20,517	\$12,088
EBITDA(d).....	11,995	10,024	62,887	49,940	6,734	17,764	15,797	8,634
Balance Sheet Data (at end of period):								
Working capital.....	\$ 26,066	\$212,215	\$ 17,168	\$ 10,970	\$ 8,429	\$ 7,168	\$ 14,967	\$18,366
Net intangible assets.....	642,737	420,456	646,200	423,530	120,592	121,742	109,253	70,528

Total assets.....	748,040	710,394	746,689	512,249	163,725	165,751	151,637	113,353
Long-term debt, less current portion.....	1,524	2,051	1,547	14,122	135,504	137,659	97,516	59,898
Stockholders' equity.....	626,330	599,808	622,621	389,960	14,166	12,101	43,581	44,436

(a) Effective August 20, 1994, we began accounting for our 49.0% interest in Viva Media on a consolidated basis. Accordingly, Viva Media's results of operations are included in the consolidated financial statements commencing August 20, 1994. We acquired the remaining 51.0% of Viva Media on September 7, 1995. Prior to August 20, 1994, the results of operations of Viva Media were accounted for using the equity method of accounting.

(b) See Note 4 to Consolidated Financial Statements included in our Form 10-K for the year ended December 31, 1998.

(c) All common share and per-common-share amounts have been adjusted retroactively for a two-for-one common stock split effective December 1, 1997.

(d) Operating income excluding corporate expenses, depreciation and amortization, commonly referred to as "broadcast cash flow," is widely used in the broadcast industry as a measure of a broadcasting company's operating performance. Another measure of operating performance is EBITDA. EBITDA consists of operating income excluding depreciation and amortization. Broadcast cash flow and EBITDA are not calculated in accordance with generally accepted accounting principles. These measures should not be considered in isolation or as substitutes for operating income, cash flows from operating activities or any other measure for determining our operating performance or liquidity that is calculated in accordance with generally accepted accounting principles.

We were incorporated under the laws of the State of Delaware in 1992. Our principal executive offices are located at 3102 Oak Lawn Avenue, Suite 215, Dallas, Texas 75219 and our telephone number at that address is (214) 525-7700.

COMPANY'S STATIONS

The following table sets forth certain information regarding the radio stations that we owned or programmed, or for which we sold airtime, as of April 30, 1999:

RANKING OF MARKET BY HISPANIC POPULATION (A)	MARKET	NO. OF STATIONS		
		AM	FM	TOTAL
1	Los Angeles	1	2 (b)	3
2	New York	1	1	2
3	Miami	2	2	4
4	San Francisco/San Jose	0	2	2
5	Chicago	2	1	3
6	Houston	2	5 (c)	7
7	San Antonio	2	2	4
8	Dallas/Fort Worth	2	4	6
9	McAllen/Brownsville/Harlingen	1	2	3
10	San Diego	0	2	2
11	El Paso	2	1	3
12	Phoenix	0	1 (c)	1
26	Las Vegas	1	1	2
		--	--	--
	Total	16	26	42
		--	--	--
		--	--	--

(a) Ranking of the principal radio market served by our station(s) among all U.S. radio markets by Hispanic population as reported by Strategy Research Corporation--1998 U.S. Hispanic Market Study.

(b) Includes KSCA(FM) currently operated pursuant to a time brokerage agreement (we do not own FCC license). See "Recent Developments--KSCA Acquisition."

(c) Does not reflect our agreement to exchange the assets of KRTX(FM), serving Houston, for the assets of KLNZ(FM), owned by Z-Spanish Media Corporation serving Phoenix, pursuant to our letter of intent with Z.

SPANISH LANGUAGE RADIO INDUSTRY

Due to differences in origin, Hispanics are not a homogeneous group. The music, culture, customs and Spanish dialects vary from one radio market to another. Consequently, we program our stations in a manner responsive to the local preferences of the target demographic audience in each of the markets they serve. A well-researched mix of music and on-air programming at an individual station can attract a wide audience targeted by Spanish language advertisers. Programming is continuously monitored to maintain its quality and relevance to the target audience. Most music formats are primarily variations of Regional Mexican, Tropical, Tejano and Contemporary music styles. The local program director will select music from the various music styles that best reflect the music preferences of the local Hispanic audiences.

UNDERWRITING

Under the terms and subject to the conditions contained in an underwriting agreement dated June 1, 1999, we have agreed to sell to Credit Suisse First Boston Corporation all of the shares of Class A common stock.

The underwriting agreement provides that the underwriter is obligated to purchase all the shares of Class A common stock in the offering if any are purchased.

The underwriter proposes to offer the shares of Class A common stock initially at the public offering price on the cover page of this prospectus supplement and to selling group members at that price less a concession of \$0.735 per share. The underwriter and selling group members may allow a discount of \$0.10 per share on sales to other broker/dealers. After the initial public offering, the public offering price and concession and discount to broker/dealers may be changed by the underwriter.

We estimate that our out of pocket expenses for this offering will be approximately \$250,000.

We have agreed that we will not offer, sell, contract to sell, announce our intention to sell, pledge or otherwise dispose of directly or indirectly, or file with the Securities and Exchange Commission a registration statement under the Securities Act of 1933 (the "Securities Act") relating to, any additional shares of our Class A common stock or securities convertible into or exchangeable or exercisable for any of our Class A common stock without the prior written consent of Credit Suisse First Boston Corporation for a period of 30 days after the date of this prospectus supplement, subject to certain exceptions.

We have agreed to indemnify the underwriter against liabilities under the Securities Act, or contribute to payments which the underwriter may be required to make in that respect.

The shares of common stock have been approved for listing on The Nasdaq National Market subject to official notice of issuance, under the symbol "HBCCA".

The underwriter, may engage in over-allotment, stabilizing transactions, syndicate covering transactions, penalty bids and "passive" market making in accordance with Regulation M under the Securities Exchange Act of 1934 (the "Exchange Act"). Over-allotment involves syndicate sales in excess of the offering size, which creates a syndicate short position. Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Syndicate covering transactions involve purchases of the Class A common stock in the open market after the distribution has been completed in order to cover syndicate short positions. Penalty bids permit the underwriter to reclaim a selling concession from a syndicate member when the Class A common stock originally sold by such syndicate member are purchased in a syndicate covering transaction to cover syndicate short positions. In "passive" market making, market makers in the Class A common stock who are underwriters or prospective underwriters may, subject to certain limitations, make bids for or purchases of the Class A common stock until the time, if any, at which a stabilizing bid is made. These stabilizing transactions, syndicate covering transactions and penalty bids may cause the price of the Class A common stock to be higher than it would otherwise be in the absence of these transactions. These transactions may be effected on The Nasdaq National Market or otherwise and, if commenced, may be discontinued at any time.

The underwriter and its respective affiliates have been and may be customers of, lenders to, engage in transactions with, and perform services for us and our subsidiaries in the ordinary course of business.

Ernesto Cruz, one of our directors, is a managing director of Credit Suisse First Boston Corporation, the underwriter.

RESALE RESTRICTIONS

The distribution of the Class A common stock in Canada is being made only on a private placement basis exempt from the requirement that we prepare and file a prospectus with the securities regulatory authorities in each province where trades of Class A common stock are effected. Accordingly, any resale of the Class A common stock in Canada must be made in accordance with applicable securities laws which will vary depending on the relevant jurisdiction, and which may require resales to be made in accordance with available statutory exemptions or pursuant to a discretionary exemption granted by the applicable Canadian securities regulatory authority. Purchasers are advised to seek legal advice prior to any resale of the Class A common stock.

REPRESENTATIONS OF PURCHASERS

Each purchaser of Class A common stock in Canada who receives a purchase confirmation will be deemed to represent to us and the dealer from whom such purchase confirmation is received that (i) such purchaser is entitled under applicable provincial securities laws to purchase such Class A common stock without the benefit of a prospectus qualified under such securities laws (ii) where required by law, that such purchaser is purchasing as principal and not as agent, and (iii) such purchaser has reviewed the text above under "Resale Restrictions".

RIGHTS OF ACTION (ONTARIO PURCHASERS)

The securities being offered are those of a foreign issuer and Ontario purchasers will not receive the contractual right of action prescribed by Ontario securities law. As a result, Ontario purchasers must rely on other remedies that may be available, including common law rights of action for damages or rescission or rights of action under the civil liability provisions of the U.S. federal securities laws.

ENFORCEMENT OF LEGAL RIGHTS

All of our directors and officers as well as the experts named herein may be located outside of Canada and, as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon us or such persons. All or a substantial portion of the assets of us and such persons may be located outside of Canada and, as a result, it may not be possible to satisfy a judgment against us or such persons in Canada or to enforce a judgment obtained in Canadian courts against us or persons outside of Canada.

NOTICE TO BRITISH COLUMBIA RESIDENTS

A purchaser of Class A common stock to whom the SECURITIES ACT (British Columbia) applies is advised that such purchaser is required to file with the British Columbia Securities Commission a report within ten days of the sale of any Class A common stock acquired by such purchaser pursuant to this offering. Such report must be in the form attached to British Columbia Securities Commission Blanket Order BOR #95/17, a copy of which may be obtained from us. Only one such report must be filed in respect of Class A common stock acquired on the same date and under the same prospectus exemption.

TAXATION AND ELIGIBILITY FOR INVESTMENT

Canadian purchasers of Class A common stock should consult their own legal and tax advisors with respect to the tax consequences of an investment in the common stock in their particular circumstances and with respect to the eligibility of the Class A common stock for investment by the purchaser under relevant Canadian legislation.

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information we file at the SEC's public reference rooms in Washington, D.C., New York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-8330 for further information on the public reference rooms. Our SEC filings are also available to the public from commercial document retrieval services and at the web site maintained by the SEC at [HTTP://WWW.SEC.GOV](http://www.sec.gov).

LEGAL OPINIONS

The validity of the shares of Class A common stock offered by this prospectus will be passed upon for us by our special counsel, Akin, Gump, Strauss, Hauer & Feld, L.L.P. (a partnership including professional corporations), San Antonio, Texas, and for the underwriter by Cravath, Swaine & Moore, New York, New York.

EXPERTS

Our consolidated financial statements and financial statement schedule as of and for the years ended December 31, 1998 and 1997 have been incorporated by reference herein in reliance upon the report of KPMG LLP, independent certified public accountants, incorporated by reference herein and upon the authority of such firm as experts in accounting and auditing.

Ernst & Young LLP, independent auditors, have audited our consolidated financial statements and schedule for the three months ended December 31, 1996 and for the year ended September 30, 1996 included in our Annual Report on Form 10-K for the year ended December 31, 1998, as set forth in their report, which is incorporated by reference in this prospectus supplement and elsewhere in the registration statement. Our financial statements and schedule are incorporated by reference in reliance on Ernst & Young LLP's report, given on their authority as experts in accounting and auditing.

The financial statements of Multicultural Radio Broadcasting, Inc. for the year ended December 31, 1997 included in our Current Report on Form 8-K/A filed July 31, 1998 have been incorporated by reference herein in reliance on the report of Wiss & Company, LLP, independent auditors, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of Tichenor Media System, Inc. and subsidiaries as of December 31, 1995 and 1996 and for each of the years in the three-year period ended December 31, 1996, are incorporated herein by reference in reliance upon the report of KPMG LLP, independent certified public accountants, incorporated herein by reference, and upon the authority of said firm as experts in accounting and auditing.